



NOTICE

NOTICE is hereby given that the Thirty-Seventh ANNUAL GENERAL MEETING of THOMAS COOK (INDIA) LIMITED will be held at Y. B. Chavan Auditorium, Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai – 400 021 on Friday, 30th May, 2014 at 3.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited Balance Sheet as at 31st December, 2013, Statement of Profit and Loss for the year ended 31st December, 2013, the Report of the Directors and the Auditors thereon.
2. a) To declare Dividend for Class 'B' Preference Shares.
b) To declare Dividend for Class 'C' Preference Shares.
c) To declare Dividend for Equity Shares for the year ended 31st December, 2013.
3. To appoint a Director in place of Mr. Harsha Raghavan, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Chandran Ratnaswami, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Mr. Uday Chander Khanna, who retires by rotation, and being eligible, offers himself for re-appointment.
6. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s Lovelock & Lewes, Chartered Accountants with Firm Registration No. 301056E, be and are hereby appointed Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors."

SPECIAL BUSINESS:

7. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT, pursuant to the provisions of Section 309 and other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), and Article 121 of the Articles of Association of

the Company and subject to such other approvals of applicable authority(ies), if any, as may be required, consent of the Company be and is hereby accorded to the payment and distribution of sum not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of Sections 198, 349, and 350 of the Companies Act, 1956 by way of commission to and amongst the Directors of the Company (other than the Managing Director, Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be determined by the Board of Directors from time to time and such payments shall be made for the Accounting Year ending 2014 and subsequent four Accounting Years of the Company."

BY ORDER OF THE BOARD

R. R. KENKARE

President & Head – Legal & Company Secretary

Registered Office:

Thomas Cook Building,
Dr. D. N. Road, Fort, Mumbai 400 001

Dated: 19th February, 2014

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxy form, in order to be valid, should be lodged with the Company at its registered office at least 48 hours before the scheduled time of the meeting.
2. The Register of Members and the Share Transfer Register of the Company will remain closed from Friday, 23rd May, 2014 to Friday, 30th May, 2014 (both days inclusive).
3. The Dividend when declared, will be payable to those shareholders of the Company, holding shares in physical form, whose names appear in the Register of Members of the Company on Friday, 30th May, 2014 and to those shareholders of the Company, holding shares in electronic form, whose names appear in the Benpos (Beneficiary Position) download received from the depositories as of end of day of Thursday, 22nd May, 2014.
4. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address

their queries in writing to the Company Secretary at least ten (10) days before the date of the Meeting, so that the information required may be made available at the meeting.

5. Members are requested to bring the attendance slips alongwith their copies of the Report and accounts to the meeting. As a measure of economy, copies of the annual report will not be distributed at the Annual General Meeting.
6. Members holding shares in physical form are requested to notify/ send the following to the Company's Registrar and Share Transfer Agents to facilitate better service:
 - (i) any change in their address / mandate / bank details
 - (ii) particulars of their bank account in case the same have not been sent earlier, and,
 - (iii) share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.
7. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on the Dividend Warrants as per the applicable regulations of the Depository. The Company will not act on any direct request from such members for change/ deletion in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, to their Depository Participants immediately.
8. Members may please note that pursuant to the provisions of Section 205(A)(5) of the Companies Act, 1956, dividend for the year 2006 and thereafter, which remains unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 205C of the Companies Act, 1956, as and when the same falls due for such transfer. Members who have not encashed their dividend warrants for the year 2006 or thereafter are requested to write to the Company's Registrars and Transfer Agents.

All Unclaimed Dividend remaining unpaid/ unclaimed upto the financial year 31st October, 2005, has been transferred and for the financial year ended 31st December, 2006 dividend for which was declared at the Annual General Meeting of the members held on 25th June, 2007 will be transferred by August, 2014 to the Investor Education and Protection Fund.

Members are requested to note that no claim shall lie against the Company or the said Fund in respect of any amounts which are unclaimed and unpaid for a period of seven years from the dates that they first become due for payment and no payment shall be made in respect of any such claims.

9. Nomination facility for shares is available for members. For members holding shares in physical form, the prescribed format is attached and can also be obtained from the Company's Registrars and Share Transfer Agents, M/s TSR Darashaw Private Limited, 6-10, Haji Moosa Patrawala Indl. Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011. For members holding shares in electronic form, you are requested to approach your Depository Participant (DP) for the same.
10. Mr. Harsha Raghavan, Mr. Chandran Ratnaswami and Mr. Uday Chander Khanna retire by rotation and are eligible for re-appointment at the Annual General Meeting.

EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013, the Explanatory Statement sets out all the material facts concerning the Special Business referred to in the accompanying Notice dated 19th February, 2014.

Item No. 7

The Company's business activities and operations and the nature and scope thereof have grown and continue to grow at very substantial rate. Consequently the burden of responsibility of the Board of Directors has also continued to increase. The Directors, therefore, recommend that it would be fit and proper to compensate the Non-Executive Directors for the benefit of their guidance and advice and expertise and the time devoted and sacrificed by them for the business of the Company. Article 121 of the Company empowers the Company to pay such commission to the Non- Executive Directors of the Company. The Directors therefore recommend the payment of a commission at a rate of not more than one percent of the net profits of the Company for the relevant Accounting Year/s. The earlier approval given by the Members of the Company was valid upto 31st December 2013.

The Directors, therefore, recommend adoption of the Special Resolution in Item No. 7 for the purpose, in accordance with Section 309 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force).

All Directors except Mr. Madhavan Menon and key management personnel of the Company may be considered to be interested in passing the said Resolution.

BY ORDER OF THE BOARD

R. R. KENKARE

President & Head – Legal & Company Secretary

Registered Office:

Thomas Cook Building,

Dr. D. N. Road, Fort, Mumbai 400 001

CIN: L63040MH1978PLC020717

Dated: 19th February, 2014

THOMAS COOK (INDIA) LIMITED

CIN: L63040MH1978PLC020717

Registered Office: Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai – 400 001
e-mail: sharedept@in.thomascook.com website: www.thomascook.in
Tel No.: 022-6160 3333 Fax No.: 022-2287 1069



SUPPLEMENTAL CIRCULAR

1. Name & Registered Address
of the sole/ first named
Member/ Beneficial Owner:

2. Name(s) of the joint holder(s)
(if any):

3. Registered Folio No./
Client ID/ DP ID No.*:
*(Applicable to Members holding
shares in dematerialised form)

4. Number of shares held:

5. E-voting event number (EVEN):
6. User ID:
7. Password:

NOTE: Please read instructions given on the reverse carefully before voting electronically.

(P.T.O)

Dear Shareholders

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their right to vote through electronic means for the 37th Annual General Meeting (AGM) of the Company to be held on 30th May, 2014 for which Annual Report alongwith Notice has already been dispatched to you and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for **Electronic Voting** (e-voting) are as under:

(A) In case of Shareholders receiving e-mail from NSDL

- (i) For Members whose e-mail addresses have been registered: open the attached PDF file ["thomascok e-voting.pdf"] giving your Client ID or Folio No. as default password, which file contains your "User Id" and "Password for e-voting". For Members who have not registered their email ids: please refer to the user- id and password printed on this Circular.
- (ii) Please note that the password is an initial password.
- (iii) Open internet browser by typing the URL: <https://www.evoting.nsdl.com>.
- (iv) Click on "Shareholder" – "Login".
- (v) Put User Id and password as initial password as mentioned in step (i) above and Login.
- (vi) Password Change Menu appears. Change the password with the new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) Home page of "e-voting" opens. Click on "e-voting-Active Voting Cycles".
- (viii) Select "EVEN" of Thomas Cook (India) Limited for casting your vote.
- (ix) Now you are ready for "e-voting" as "Cast Vote" page opens.
- (x) Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Upon confirmation, the message, "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/ JPG format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorised signatory (ies) who are authorized to vote, to the Scrutinizer through email on cookscrutinizer@tsrdarashaw.com with a copy marked to evoting@nsdl.co.in.
- (xii) In case you are already registered with NSDL for e-voting, you can use your existing User ID and Password for casting your vote.
- (xiii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communications.
- (xiv) e-voting period commences on 24th May, 2014 at 9.00 a.m. and ends on 26th May, 2014 at 6.00 p.m. The e-voting module will be disabled by NSDL for voting thereafter.

(B) In case of Shareholders not receiving an email from NSDL but receives physical copy of the Circular [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided in this Circular.
- (ii) Follow the instructions from (iii) to (xiv) mentioned in item no (A) above for e-voting.

(C) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders available at the "Downloads" section of www.evoting.nsdl.com or call NSDL on 022-24994600.

- II. The e-voting period commences on 24th May, 2014 (9:00 am) and ends on 26th May, 2014 (6:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 25th April, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Further, if you cast your vote electronically, you shall not vote by any other means, and if you do so, only the electronic vote shall be considered.

Contact details for grievance:

TSR DARASHAW PRIVATE LIMITED,
6-10, Haji Moosa Patrawala Industrial Estate,
20, Dr. E. Moses Road, Mahalaxmi,
Mumbai – 400 011
Contact person: Mr. Deepak Tambe
Tel. No.: 022-66568484

- III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 25th April, 2014.
- IV. Mr. P. N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries (Membership No. FCS-327) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VI. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.thomascok.in and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited/ National Stock Exchange of India Limited.
- VII. The notice of the meeting and this supplementary Circular are also available on the website of the Company at www.thomascok.in and of NSDL at www.evoting.nsdl.com.

By Order of the Board
For Thomas Cook (India) Limited

R. R. Kenkare
President & Head - Legal & Company Secretary

Place: Mumbai

Date: 9th May, 2014